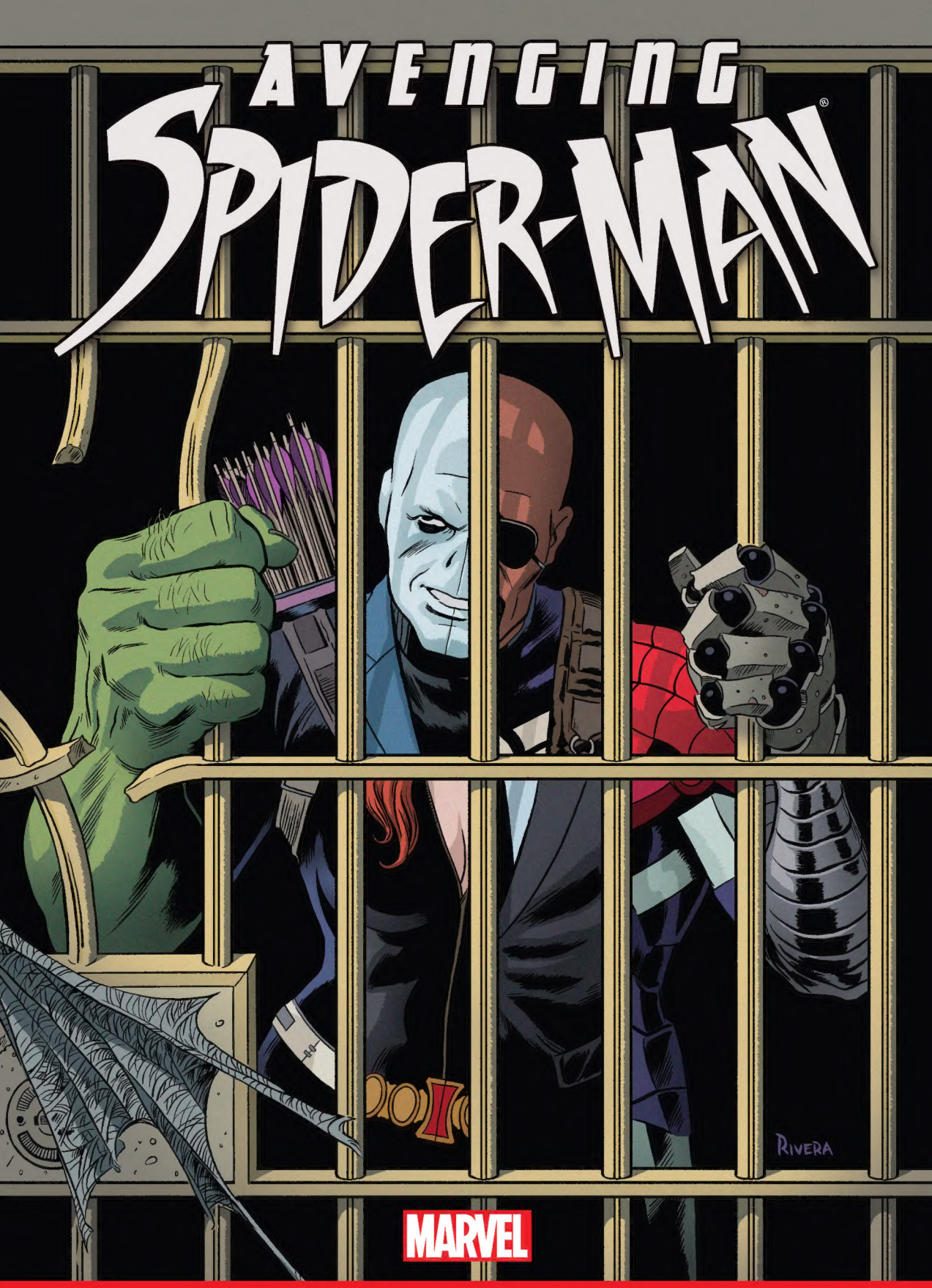

YOST
CHECCHETTO
ROSENBERG

020

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When OTTO OCTAVIUS, the villain known as DOCTOR OCTOPUS, was dying, he used his skills as a mad scientist to swap minds with his greatest enemy, PETER PARKER, the amazing Spider-Man. The transfer gave Otto Parker's powers and his memories--namely the lesson of great responsibility. Now Otto Octavius is beginning a new life as a hero, possibly the greatest hero of all as...

THE SUPERIOR SPIDER-MAN

IN

THE CHAMELEON SANCTION

A former member of Doctor Octopus' Sinister Six, Dmitri Smerdyakov is a brilliant impersonator and master of disguise able to mimic the features of anyone. Devoted to a life of crime and deception, he will forever be…

CHAMELEON

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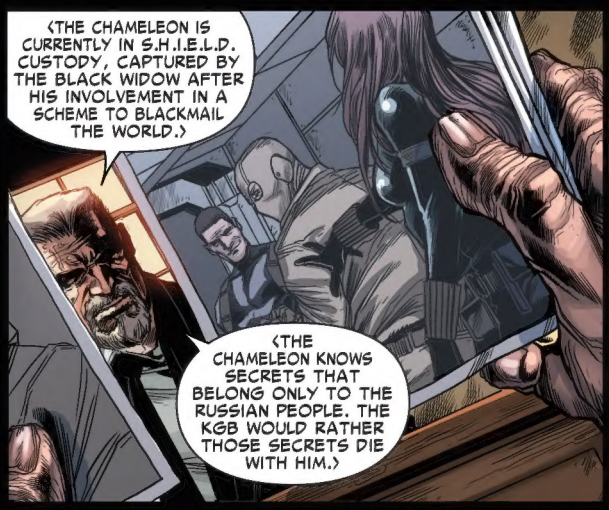
Moscow.
‹YOUR TARGET IS THIS MAN...›
‹DMITRI ANATOLY NIKOLAYEVICH, ALSO KNOWN AS SMERDYAKOV KRAVINOFF, ALSO KNOWN AS...›*
TRANSLATED FROM RUSSIAN.

‹...THE CHAMELEON.›


‹THE CHAMELEON IS CURRENTLY IN S.H.I.E.L.D. CUSTODY, CAPTURED BY THE BLACK WIDOW AFTER HIS INVOLVEMENT IN A SCHEME TO BLACKMAIL THE WORLD.›
‹THE CHAMELEON KNOWS SECRETS THAT BELONG ONLY TO THE RUSSIAN PEOPLE. THE KGB WOULD RATHER THOSE SECRETS DIE WITH HIM.›

‹HE WILL NOT GIVE UP HIS SECRETS WILLINGLY, BUT S.H.I.E.L.D....OVER TIME, THEY COULD BREAK HIM. THAT CANNOT HAPPEN.›
‹THE CHALLENGES TO THIS...ARE CONSIDERABLE. WHERE HE IS, THE PEOPLE GUARDING HIM...›
‹...DEATH IS BUT A CERTAINTY.›

‹MISTER STOVIC.›
‹YOUR CHAMELEON WILL DIE, AS WILL EVERYONE WHO STANDS IN OUR WAY.›
‹SAINTS WELCOME DEATH.›

Upstate New York.
DAYS LATER.
ON APPROACH, WEAPONS READY.
"ALL RIGHT, GENTLEMEN, LISTEN UP. WE RECEIVED AN ANONYMOUS TIP ABOUT AN A.I.M. SPLINTER CELL OPERATING ON U.S. SOIL.
"FOR THOSE OF YOU THAT DON'T KNOW, A.I.M. IS A GROUP OF ACTUAL EVIL SCIENTISTS THAT SELL CUTTING EDGE SUPER-SCIENCE TO THE HIGHEST BIDDER, AND OCCASIONALLY TRY AND TAKE OVER THE WORLD.
"AN A.I.M. PRESENCE HERE COULD PUNCH A HOLE IN THEIR NEWFOUND DIPLOMATIC STATUS.
"YOU ARE MISSION GO!"
FURY TO ALL S.H.I.E.L.D. TEAMS, REPORT!
THOOM!
Nick Fury.
AGENT OF S.H.I.E.L.D.
ALL TEAMS REPORTING IN... I THINK YOU WERE LATE TO THE PARTY, NICK.
WHAT THE HELL HAPPENED HERE, CHEESE?
THE ENTIRE A.I.M. BASE HAS BEEN COMPROMISED. SOMEONE TORE THROUGH THIS PLACE, EVERYONE IS DOWN... UNCONSCIOUS.
THESE GUYS HAVE WEAPONS AND TECH THAT S.H.I.E.L.D CAN'T EVEN IMAGINE. YOU'RE TELLING ME SOMEONE CAME IN AND BEAT THEM ALL UP?
AND WOULD IT KILL YOU TO CALL ME COULSON?
IT MIGHT.
HANG ON, I'VE GOT MOVEMENT, I'VE GOT--

YOU TOOK LONG ENOUGH.
I NEED TO SEE ACTING DIRECTOR MARIA HILL RIGHT NOW, OR THOUSANDS OF PEOPLE WILL DIE.
COULSON TO FURY, REPEAT. YOU'VE GOT WHAT?
--SPIDER-MAN?
AND SO IT BEGINS!

S.H.I.E.L.D.
THE STRATEGIC HOMELAND INTERVENTION, ENFORCEMENT AND LOGISTICS DIVISION.
THE GREATEST SPIES IN THE WORLD, SECRET AGENTS WHO WORK IN SECRET TO KEEP US ALL SAFE FROM THREATS AND TERRORISTS AND WHATNOT.
THEY ARE NOTHING TO ME.
I HAVE THE GREATEST SECRET IN THE WORLD... THAT I, DOCTOR OCTOPUS, AM NOW SPIDER-MAN!
PUTTING MYSELF IN THE HANDS OF THESE SECRET-KEEPERS WOULD ALMOST BE THRILLING IF I THOUGHT THERE WAS AN OUNCE OF INTELLIGENCE TO BE HAD HERE.
WE'LL TOUCH DOWN IN FIVE. ANY CHANCE YOU WANT TO ELABORATE ON THE THREAT A.I.M. IS POSING?
AND WHO ARE YOU AGAIN?
...FURY. NICK FURY.
OF COURSE YOU ARE. AND I'M SAMUEL L. JACKSON.
HA HA! THAT WAS FUNNY!
I DON'T HAVE TIME TO DEAL WITH DELUSIONAL UNDERLINGS.
UNDERLING? LOOK, BUDDY, I--
COLONEL FURY...WE'RE ON APPROACH.
WE'LL DEAL WITH YOU ON BOARD.
I LOOK FORWARD TO IT.
JUST AS I LOOK FORWARD TO THIS...
THE GREATEST ESCAPE IN THE HISTORY OF THE WORLD, FROM HERE...

THE S.H.I.E.L.D. HELICARRIER!
FILLED WITH THOUSANDS OF ARMED S.H.I.E.L.D. AGENTS, TECHNOLOGY PROVIDED BY TONY STARK HIMSELF, AN IMPREGNABLE FORTRESS FLOATING A MILE OVER THE EARTH.
AND I, THE SUPERIOR SPIDER-MAN, WILL ESCAPE FROM IT.
JUST AS SOON AS I BREAK IN.

WHY WOULD I LIE?
BECAUSE THAT'S WHAT YOU DO! PROFESSIONALLY! YOU'RE A PROFESSIONAL LIAR, COULSON!
THAT'S HURTFUL. I'M HERE TO HELP YOU, BARTON.
IF IT MATTERS, CLINT...I BELIEVE HIM.
YOU WOULD, NATASHA. THIS IS... THIS IS...
THIS IS *BULL!* I CAN'T BELIEVE THAT IN FIVE MINUTES, I'M NOT GOING TO REMEMBER THIS.
THIS IS WHAT YOU SIGNED UP FOR.
WE'RE WELL AWARE, AGENT COULSON.
IT'S NOT MY FAULT THAT YOU DECIDED TO RUN THROUGH THE STREETS OF RIO IN THE MIDDLE OF THE MISSION.
NAKED.
DECLARING YOURSELF *"KING OF THE CARNIVALE."*
I'M JUST SAYING, THERE'S A CERTAIN FREEDOM WHEN YOU KNOW YOU'RE NOT GOING TO REMEMBER ANYTHING THE NEXT DAY.
THAT'S WHAT THE SURVEILLANCE TRUCKS ARE FOR, YOUR MAJESTY.
YOU'D BETTER BE LYING...IF YOU HAVE VIDEO OF ME, I SWEAR--
I THINK WE CAN ALL AGREE THE IMPORTANT THING IS THAT I CAN BLACKMAIL YOU FOREVER, AND THAT WIDOW AND FURY COMPLETED THE MISSION.
WHERE IS NICK FURY 2.0 ANYWAY?
HE WAS DIVERTED. I'LL DEBRIEF HIM WHEN HE GETS--
--BACK.
AVENGERS.

THAT'S THE LAST THING I NEED.
WHAT PART OF "DON'T BRING SPIDER-MAN TO THE DEBRIEFING ROOM" DIDN'T YOU UNDERSTAND?
YOU KNOW I DON'T LISTEN TO YOU WHEN WE'RE NOT IN THE FIELD.
CURSE THEM! THIS COMPLICATES MATTERS.
HAWKEYE. WIDOW.
WHAT ARE YOU DOING HERE?
CLINT BARTON, A.K.A. HAWKEYE. ONE OF THE BEST MARKSMEN ON THE PLANET.
ONE OF THE DIMMEST BULBS IN THE GALAXY, AS WELL.
WHAT ARE WE DOING HERE? WHAT ARE YOU DOING HERE?
DON'T BE CHILDISH. I ASKED YOU FIRST.
NATASHA ROMANOV, A.K.A. THE BLACK WIDOW. ONE OF THE DEADLIEST ASSASSINS IN THE WORLD.
S.H.I.E.L.D. WANTED A CONSULT ON AN OLD CASE, THEY CALLED ME IN. I WAS WITH CLINT AT THE TIME, HE CAME ALONG.
AND YOU?
I TOOK DOWN A HIVE OF A.I.M. SCIENTISTS.
THOUGHT I'D HAND DELIVER THEM. YOU KNOW, ACTUALLY DOING THINGS INSTEAD OF "CONSULTING."
A CONVENIENT PART OF A MASTERFULLY CONSTRUCTED COVER STORY.
A.I.M. WAS MY TICKET ONBOARD THIS LEVIATHAN.
THEY'LL BE A PERFECT SCAPEGOAT FOR WHAT'S ABOUT TO HAPPEN NEXT.

GO, MY SPIDER-BOTS!
I PROGRAMMED THEM TO MONITOR THE CITY AND SEEK OUT THREATS...
LOCATION: BRIDGE.
...BUT IN THIS CASE, I SUPPOSE I AM THE THREAT.
LOCATION: CENTRAL COMPUTER SYSTEMS.
THEY INFILTRATE S.H.I.E.L.D. AT MY COMMAND, UNDETECTED BY TONY STARK'S CLUMSY BARGAIN BASEMENT TECHNOLOGY.
LOCATION: SECURITY HUB.
THROUGH THEM, I WILL CONTROL EVERYTHING HERE.
LOCATION: HOLDING CELLS.
VIA MY LENSES, I WILL SEE THROUGH THEIR EYES.
AND THEY WILL FIND WHO I AM LOOKING FOR.

GOOD AFTERNOON, DMITRI.
OR DO YOU PREFER SMERDYAKOV?
I THINK I LIKE YOUR NAME, DOCTOR.
CALL ME WILLIAM.

I...DON'T THINK SO.
LET'S GO WITH DMITRI TODAY. THAT'S YOUR BIRTH NAME, IS IT NOT?

LET'S GO WITH DMITRI TODAY. THAT'S YOUR BIRTH NAME, IS IT NOT?

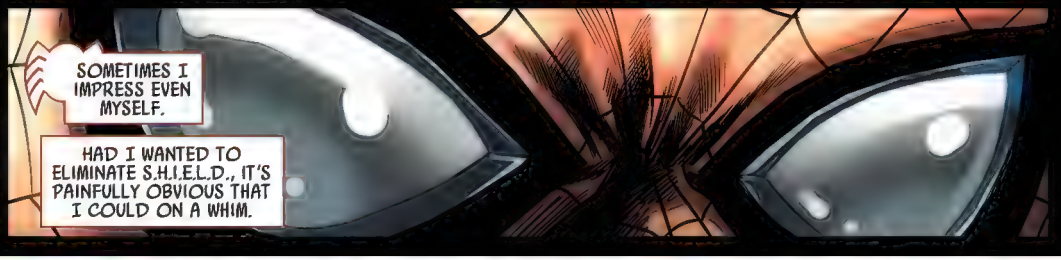
NO TRICKS, DIRTBAG! AND STEP AWAY FROM THE FIELD!
IT'S ALL RIGHT, AGENT MORENO.
YOU USED MY VOICE. THAT'S VERY IMPRESSIVE, DMITRI. YOU'RE GIFTED.
YOU COULD BE QUITE A HELP TO US.

S.H.I.E.L.D. WANTS MY SECRETS. I KNOW THIS, DOCTOR.
BUT THEY DON'T KNOW WHAT I KNOW. THEY DON'T KNOW THAT I HAVE MORE TO FEAR FROM GIVING UP MY SECRETS THAN I DO FROM S.H.I.E.L.D.

AND WHAT IS IT YOU'RE AFRAID OF, DMITRI?

BEING SEEN.

"‹TARGET IN RANGE.›
"‹YOUR ORDERS?›"
"‹CAN THEY SEE US?›"
"‹NO.›"
‹CLOAKS ARE AT FULL POWER. NO SIGN THEY'VE DETECTED OUR PRESENCE.›
‹SO MUCH FOR AMERICAN TECHNOLOGY.›
‹SINNERS, ALL.›
‹WHAT NOW?›
‹THEIR WEAKNESS WILL REVEAL ITSELF TO US SOON ENOUGH.›
‹THEN WHAT SHALL WE DO, GLEB?›
‹WE SHALL KILL THEM ALL, BROTHER.›


SOMETIMES I IMPRESS EVEN MYSELF.
HAD I WANTED TO ELIMINATE S.H.I.E.L.D., IT'S PAINFULLY OBVIOUS THAT I COULD ON A WHIM.

IS EVERYTHING ALL RIGHT, SPIDER-MAN?
YEAH, YOU'RE BEING EXTRA CREEPY.
I'M LISTENING. IT'S CLEAR THAT I HAVE SO MUCH TO LEARN FROM THE LOT OF YOU.
I'M JUST SAYING, YOU COULD HAVE *NOT* BROUGHT HIM.
WILL YOU JUST LET IT GO? HE TOOK DOWN AN A.I.M. CELL.

WHICH VIOLATES THEIR DIPLOMATIC IMMUNITY.
THAT WAS SARCASM, WASN'T IT? WE'RE NOT THE ONES WHO BEAT THE CRAP OUT OF JESTER AND WHAT'S HER NAME, THE VIDEO GIRL.
SCREWBALL.
THEY COULD HAVE BEEN A SPLINTER CELL, WORKING OFF RESERVATION.
SPIDER-BOT 221 IS IN POSITION.
GOOD LUCK PROVING THAT.
HANDLE IT, CHEESE.
THANKS, "NICK."

HAVE YOU THOUGHT ANY MORE ABOUT WHAT I SAID? IF YOU EVER NEED TO TALK... ABOUT MASSACRE, ABOUT--
MY LEDGER IS *BLACK*. WHAT I DO, I DO OUT OF RESPONSIBILITY.
JUST... LIKE...

THIS.
WONDERFUL.
WHAT THE HELL--?
GUESSING THIS IS BAD.
CHOOM!
IF BY BAD, HE MEANS *GENIUS*... THEN YES.
FOR PHASE TWO HAS BEEN UNLEASHED!

Maria Hill.
ACTING DIRECTOR OF S.H.I.E.L.D.
SOMEONE TELL ME WHAT'S HAPPENING!
Taskmaster.
MERCENARY FOR HIRE
HMPH. WASN'T ME.
Dr. Bruce Banner.
CONSULTANT
UH-OH.
The Chameleon.
PRISONER
WHAT'S HAPPENING?
RESERVE POWER SHOULD HAVE COME ON BY NOW...
WAIT... THE CELL'S ENERGY FIELD--
‹GLEB. PREPARE.›
‹FOR OUR ENEMY'S WEAKNESS HAS REVEALED ITSELF.›

EMERGENCY LIGHTING IS KICKING IN.
AND WE'RE NOT FALLING OUT OF THE SKY, I NOTICE.
BECAUSE I WANT YOU DISTRACTED, NOT DEAD. LUCKILY FOR YOU.
HMPH. IT FEELS LIKE I SHOULD MAKE A JOKE HERE.
MAYBE SOMEONE FORGOT TO PAY THEIR ELECTRIC BILL.
NO. THIS IS AN ATTACK.
AVENGERS ID CARD IS BEING BLOCKED.
THAT'S BAD.
...STRANGE. I DIDN'T BLOCK ANY COMMUNICATIONS.
IT DOESN'T MATTER. TIME TO MOVE.
SPIDER-MAN! WHERE ARE YOU GOING?
NERVOUS BLADDER! I'LL BE RIGHT BACK!
YOU'RE STILL ON PROBATION!
AND YOU'RE STILL AN IDIOT.
CHEESE...REMEMBER OUR LAST WEEK IN AFGHANISTAN?
YOU MEAN WHEN EVERYTHING WENT TO HELL?
THAT'S THE ONE. I'M GETTING THE SAME FEELING.
MY SPIDER-SENSE SUDDENLY GOES OFF LIKE A DRILL IN MY HEAD.
THIS DOESN'T MAKE SENSE. I'M THE ONLY THREAT HERE. WHAT COULD POSSIBLY SET--

AH. A SPATIAL RIFT, ACCOMPANIED BY A HOST OF ARMED ATTACKERS.
AND TWO MEN WITH SKULLS FOR FACES.
THAT WOULD PROBABLY BE ENOUGH TO SET OFF MY SPIDER-SENSE.
I HAVE TO ADMIT...
...THIS I DID NOT PLAN FOR.

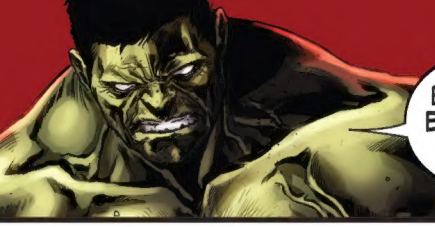
(KILL THEM ALL.)
BUDDA BUDDA BUDDA!
THEY'RE SPEAKING RUSSIAN! WHY ARE RUSSIANS APPEARING OUT OF THIN AIR ON BOARD--
WILL YOU JUST MOVE!
BLAM! BLAM! BLAM!
(I ABSOLVE YOU.)
AAAHHH--
ON YOUR RIGHT!
I SEE IT.
AAAIEE!
SPAK!
TWO MASKS, THE SKULL HAS A DEATH TOUCH.
WATCH OUT!
UNF!
SHRACK!
(COME, GLEB.)
(WE HAVE WORK TO DO.)
I DON'T HAVE TIME FOR THIS.

THE ODDS THAT THE HELICARRIER WOULD BE ATTACKED IN THE SAME MOMENT THAT I SET MY PLAN INTO MOTION ARE INFINITESIMAL.
EVEN PARKER'S ABYSMAL LUCK COULDN'T ACCOUNT FOR THIS, I--
I FEEL IT BEFORE I SEE IT.
NOT SPIDER-SENSE. SOMETHING ELSE.
DREAD.
CHAMELEON.
THIS... THIS IS MY FAULT.
SPIDER-SENSE AGAIN, BUT I CAN'T MOVE.
THIS IS *MY FAULT*. MY PLOY TO LIBERATE THE CHAMELEON SHUT DOWN HELICARRIER DEFENSES, IT ALLOWED FOR THE ATTACK.
AND IT ALLOWED CHAMELEON TO DO...TO DO...

MY ENTIRE WORLD COMES CRUMBLING DOWN AROUND ME.
SKRAAM!
YOU.
MAN OF SPIDERS. YOU ARE IN OUR WAY.
THIS...THIS IS NOT MY FAULT.
IT'S THEIRS.
RRRAAA!
CRACK!
THEIR INTERFERENCE CAUSED MY PLAN TO GO AWRY.
THEY CAUSED THE CHAMELEON TO ESCAPE, NOT ME.
THWIP
THWIP
NOT ME.

I DIED FOR YOUR SINS.
HIS TOUCH... BURNING THROUGH MY MASK...
NO!
THESE TWO DON'T MATTER.
THE ONLY THING THAT MATTERS IS FINDING CHAMELEON.
AND NOTHING WILL STAND IN MY--
OOF!

THE HULK IS STANDING IN MY WAY.
SMASH.
THIS JUST GOT EXPONENTIALLY MORE COMPLICATED.
To Be Continued...



AVENGING SPIDER-MAN

NEXT:

CHECK THESE OUT!

SUPERIOR SPIDER-MAN #10

CAPTAIN MARVEL #12
ON SALE NOW!

VENOM #34
ON SALE NOW!

Send e-mail to SPIDEYOFFICE@MARVEL.COM (please mark as OKAY TO PRINT)

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